

BUTZEL LONG, a professional corporation  
380 Madison Avenue, 22<sup>nd</sup> Floor  
New York, New York 10017  
(212) 818-1110  
Barry N. Seidel  
Eric B. Fisher  
Katie L. Cooperman

*Attorneys for Reorganized Debtors*

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS, TEXAS FOUNDRIES LTD., AND JPMORGAN CHASE BANK, N.A.  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 1773

(TEXAS FOUNDRIES LTD. AND JPMORGAN CHASE BANK, N.A.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) Texas Foundries Ltd. (“Texas Foundries”), and JPMorgan Chase Bank, N.A. (“JPMorgan” together with Texas Foundries, the “Claimants”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Texas Foundries Ltd., And JPMorgan Chase Bank, N.A. Compromising And Allowing Proof Of Claim Number 1773 (Texas Foundries Ltd. And JPMorgan Chase Bank, N.A.) (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above-captioned cases (collectively, the

“Debtors”) filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on February 3, 2006, JPMorgan filed the Notice Of Transfer Of Claim Pursuant To FRBP Rule 3001(e)(2) (Docket No. 2055), which transferred Texas Foundries’ claim against the Debtors in the amount of \$516,132.52 to JPMorgan.

WHEREAS, on February 3, 2006, JPMorgan filed proof of claim number 1773 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$435,170.30 and a priority claim in the amount of \$80,962.22 (together, the “Claim”) stemming from the sale of goods.

WHEREAS, on September 21, 2007, the Debtors objected to the Claim pursuant to the Debtors’ Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors’ Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) (the “Twenty-First Omnibus Claims Objection”).

WHEREAS, on October 16, 2007, Texas Foundries filed the Citation Foundry Corp., Castwell Products, Inc., And Texas Foundries, Ltd.’s Response To Debtors’ Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors’ Books And Records, (E) Untimely Claims, And

(F) Claims Subject To Modification, Tax Claim Subject To Modification And Modified Claims Asserting Reclamation (Docket No. 10610) (the “Response”).

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.” Modified Plan, art. 9.6.

WHEREAS, on December 14, 2010, the Reorganized Debtors filed the Notice Of Claims Objection Hearing With Respect To Reorganized Debtors’ Objection To Proof Of Claim No. 1773.

WHEREAS, to resolve the Twenty-First Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$477,527.27 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$477,527.27 and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. The Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 31st day of December, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ Katie L. Cooperman

Barry N. Seidel  
Eric B. Fisher  
Katie L. Cooperman  
Butzel Long, a professional corporation  
380 Madison Avenue, 22nd Floor  
New York, New York 10017

Attorneys for Reorganized Debtors

/s/ Marc P. Solomon

D. Christopher Carson  
Marc P. Solomon  
BURR & FORMAN LLP  
420 North 20th Street, Suite 3100  
Birmingham, Alabama 35283-0719

Attorneys for Texas Foundries, Ltd.

/s/ Marc A. Pifko

Marc A. Pifko  
K&L GATES LLP  
599 Lexington Avenue  
New York, New York 10022-6030

Attorneys for JPMorgan Chase Bank, N.A.